

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP OF "DELOITTE & TOUCHE LLP", FILED IN THIS OFFICE ON THE TWELFTH DAY OF AUGUST, A.D. 1994, AT 9:40 O'CLOCK A.M.

RECEIVED
DEPT. OF JUSTICE
CRIMINAL DIVISION

96 MAY -9 P1 51

INTERNAL SECURITY
SECTION
MAY 11 1996



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7209247

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APPLICATION FOR REGISTRATION
AS A REGISTERED
LIMITED LIABILITY PARTNERSHIP
BY
DELOITTE & TOUCHE LLP

This Application for Registration as a Registered Limited Liability Partnership by Deloitte & Touche LLP (the "Partnership"), dated as of August 12, 1994 (this "Application"), is being duly executed and filed by J. Michael Cook and Edward A. Kangas, who are partners of the Partnership authorized to execute this Application under the Delaware Uniform Partnership Law (6 Del. C. § 1501, et seq.) (the "Act").

1. Name. The name of the Partnership is Deloitte & Touche LLP.
2. Registered Office. The address of the registered office of the Partnership in the State of Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.
3. Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805.
4. Number. For purposes of this Application, the number of partners of the Partnership is 1,445, which number includes 284 persons designated as principals of the Partnership. The

inclusion of principals of the Partnership in the number of partners of the Partnership is not, and shall not be deemed to be, for any purpose, an admission that principals of the Partnership are partners of the Partnership.

5. Statement of Partnership Business. The Partnership is engaged in the business of providing accounting and auditing, tax and management consulting services.

6. Application. The Partnership hereby applies for status as a registered limited liability partnership under the Act.

7. Effective Time and Date. The effective time and date of this Application shall be 12:01 a.m., Wilmington, Delaware time, August 15, 1994.

IN WITNESS WHEREOF, the undersigned have executed this Application as of the date first above written.


J. Michael Cook


Edward A. Langas